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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND HITACHI CHEMICAL (SINGAPORE)  
PTE. LTD. F/K/A HITACHI CHEMICAL ASIA-PACIFIC PTE. LTD.  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 416

(HITACHI CHEMICAL (SINGAPORE) PTE. LTD.  
F/K/A HITACHI CHEMICAL ASIA-PACIFIC PTE. LTD.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd. Compromising And Allowing Proof Of Claim Number 416 (Hitachi Chemical (Singapore) Pte. Ltd. f/k/a Hitachi Chemical Asia-Pacific Pte. Ltd.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Mechatronic Systems, Inc. ("Delphi Mechatronic") and Delco Electronics Overseas Corporation ("Delco Corporation"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on November 7, 2005, the Claimant filed proof of claim number 416 against Delphi, which asserts an unsecured non-priority claim in the amount of \$3,304,764.66 and a priority claim in the amount of \$2,110,565.18 (together the "Claim") stemming from the sale of goods.

WHEREAS, on the Debtors' Schedules of Assets And Liabilities filed with this Court on April 18, 2006 the Debtors listed scheduled liability numbers 10407171 against Delphi Mechatronic and 10405357 against Delco Corporation in the amount of \$28,642.64 and \$23,128.00, respectively (together, the "Scheduled Liabilities"), as being owed to the Claimant.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' Second Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (I) Equity Claims, (II) Claims Duplicative Of Consolidated Trustee Or Agent Claims, And (III) Duplicated And Amended Claims (Docket No. 5451) (the "Second Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Second Omnibus Objection To Claims (Docket No. 5674) (the "First Response").

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 20, 2007, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Twentieth Omnibus Objection To Claims (Docket No. 9478) (the "Second Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from

chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi, Delphi Mechatronic, and Delco Corporation emerged from chapter 11 as DPH Holdings Corp., DPH Mechatronic Systems, LLC ("DPH Mechatronic"), and Delco Electronics Overseas LLC ("Delco LLC")

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books And Records Claims, (B) Fully Satisfied Claims, And (C) Objected-To Claims To Be Disallowed, (II) Modify And Allow Certain (A) Partially Satisfied Claims, (B) Claims To Be Further Modified, (C) Objected-To Claims To Be Modified And Allowed, And (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 14, 2010, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Reorganized Debtors' Fortieth Objection To Claims (Docket No. 19311) (the " Third Response").

WHEREAS, on Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And (d) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow (A) Certain Modified And Allowed Claims, (B) A Partially Satisfied Claim, And (C) Certain Partially Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain

Personal Injury Claims, And (E) A Duplicate Claim, (III) Object To Certain (A) Preference-Related Claims And (B) Preference-Related Scheduled Liabilities, And (IV) Modify Certain SERP-Related Scheduled Liabilities (Docket No. 19395) (the "Forty-Fourth Omnibus Claims Objection") the Reorganized Debtors sought to reduce the Scheduled Liabilities because they determined that the Scheduled Liabilities have been partially satisfied by payments to cure the undisputed defaults on assumed executory contracts and unexpired leases made by the Reorganized Debtors.

WHEREAS, on March 10, 2010, the Claimant filed the Response Of Hitachi Chemical (Singapore) Pte. Ltd. To Reorganized Debtors' Forty-Fourth Omnibus Claims Objection (Docket No. 19612) (together with the First Response, the Second Response, and the Third Response, the "Responses").

WHEREAS, to resolve the Second Omnibus Claims Objection, the Twentieth Omnibus Claims Objection, and the Fortieth Omnibus Claims Objection, each with respect to the Claim, and the Forty-Fourth Omnibus Claims Objection with respect to the Scheduled Liabilities, the Reorganized Debtors and the Claimant entered into this Stipulation pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$3,353,309.95 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$3,353,309.95 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.

2. Scheduled liability 10407171 shall be modified and allowed as an unsecured nonpriority liability in the amount of \$6,718.64 against DPH Mechatronic in accordance with the terms of the Modified Plan.

3. Scheduled liability 10405357 shall be modified and allowed as an unsecured nonpriority liability in the amount of \$9,051.44 against Delco LLC in accordance with the terms of the Modified Plan.

4. The Second Omnibus Claims Objection, the Twentieth Omnibus Claims Objection, and the Fortieth Omnibus Claims Objection, each with respect to the Claim, are hereby deemed withdrawn with prejudice.

5. The Forty-Fourth Omnibus Claims Objection with respect to the Scheduled Liabilities is hereby deemed withdrawn with prejudice.

6. The Responses are hereby deemed withdrawn with prejudice.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21<sup>st</sup> day of June, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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